

# **CALIFORNIA REPUBLICAN ASSEMBLY**

## **BYLAWS**

*as Amended at the Annual Convention at Knott's Berry Farm in Buena Park, California  
on March 7, 2010*

### **ARTICLE I - NAME & JURISDICTION**

Section 1.01. Name. The name of the organization shall be the California Republican Assembly, hereinafter referred to as "CRA."

Section 1.02. Jurisdiction. The jurisdiction of the CRA shall be within the State of California. CRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any chartered Republican Assembly except as specified.

### **ARTICLE II - POWERS**

Section 2.01. The powers of the CRA shall be:

(a) To direct, manage, supervise and control its business, property and funds, and to carry out its objectives.

(b) To create and charter Republican Assemblies and to supervise and coordinate them.

### **ARTICLE III - OBJECTIVES**

Section 3.01. The objectives of the CRA are:

(a) To develop a statewide, intelligent, aggressive and serviceable Republican organization;

(b) To provide through this organization a practical program for the betterment of the Republican Party of the State of California and of the various political subdivisions of the State of California; and,

(c) To assist the various Republican Assemblies in improving the public relations of the Republican Party, in supporting Republican political campaigns, encouraging public forums and social programs, and in attracting a greater number of voters to work to advance the interests of the Republican Party and our country.

### **ARTICLE IV - MEMBERSHIP**

Section 4.01. Joining CRA. To become a member of CRA, a person must submit a completed membership form and annual dues to the Membership Secretary. Forms and dues may be submitted in person, by mail, or by electronic means. Chartered Republican Assemblies may collect membership forms and dues on behalf of CRA, as fiduciaries for CRA, but prospective members do not become CRA members until their forms and dues are submitted to the Membership Secretary. Failure to forward forms and dues to the Membership Secretary within ten days shall be grounds for discipline (in addition to whatever other legal remedies the Board may pursue).

Section 4.02. Membership Forms. The Board of Directors shall specify the information to be included on the printed membership form or electronic equivalent, but changes to the form shall not apply retroactively to disqualify existing members. At a minimum, the membership form shall include the member's name, registered voting address, declaration of Republican registration, and the name of the chartered Republican Assembly the member wishes to join.

Section 4.03. Dues. Annual dues shall be \$25 for each member, except that a \$10 dues shall apply to additional members living in the same household with the same mailing address. The Board of Directors may specify lower dues for CRA members who are also members of the California College Republicans or the Young Republican Federation of California, but any increase or decrease shall not

apply retroactively to any member who had already submitted the previously-approved dues for that year. When a prospective member causes the CRA to incur extraordinary collection costs, such as bank fees for returned checks, those costs must be paid in addition to the dues before the member can join or maintain membership in CRA.

Section 4.04. Membership Requirements. In order to be eligible to join CRA, a person must be an American citizen of good moral character who is registered to vote as a Republican in the State of California.

Section 4.05. Chartered Republican Assembly Membership Requirements. Chartered Republican Assemblies may set their own membership requirements in their bylaws, including the requirement for additional membership dues and forms, subject to Section 4.07.

Section 4.06. Assignment to a Chartered Republican Assembly. Members will be assigned to the chartered Republican Assembly listed on their membership forms. Where no preference is listed, the Membership Secretary may assign a new member to any chartered Republican Assembly where the member lives, works, or attends school. At any time, CRA members may transfer membership to any chartered Republican Assembly they are eligible to join by notifying the Membership Secretary and the President or Secretary of both the new Republican Assembly and the old Republican Assembly (if any). No person may be a member of more than one chartered Republican Assembly at the same time.

Section 4.07. Rejection of New Members by a Chartered Republican Assembly. Any chartered Republican Assembly may reject any member, at its discretion, by notifying that member and the Membership Secretary. When a Republican Assembly seeks to reject a member more than 30 days after being informed of the assignment or transfer, the rejection shall require the approval of the CRA Board of Directors. The member in question shall enjoy all membership privileges until the Board of Directors may choose to act.

Section 4.08. Remittance of Dues to Chartered Republican Assemblies. Each chartered Republican Assembly shall receive forty percent of the membership dues collected from members assigned to it. The CRA Treasurer shall disburse these funds to chartered Republican Assemblies represented at Annual or Special Conventions, and at such other times and places as the CRA Board of Directors may direct. Nothing in these Bylaws shall be construed to permit a Republican Assembly to withhold forty percent from the annual membership dues that must be submitted to the Membership Secretary. Chartered Republican Assemblies with fewer than eleven CRA members shall not receive any portion of their dues until they have eleven members; once they attain eleven members, they shall only be entitled to forty percent of the dues submitted to the Membership Secretary within that calendar year. Once the forty percent portion of a members' dues have been disbursed for a given year, subsequent transfers have no financial effect.

Section 4.09. Members-at-Large. CRA members not assigned to a chartered Republican Assembly are members-at-large. The CRA Board of Directors shall have the exclusive authority to accept, reject, discipline or terminate members-at-large. Members-at-large may not vote at Annual or Special Conventions, unless they are serving as voting members of the Board of Directors.

Section 4.10. Honorary Membership. By a two-thirds vote, the CRA Board of Directors or the Board of Directors of any chartered Republican Assembly may award Honorary Membership to any registered Republican.

Section 4.11. Disputes and Definitions. Disputes involving this Article shall be resolved by the CRA Board of Directors. All references to the Board of Directors in this Article shall include any committee created by the Board to which these responsibilities have been delegated. All references to Membership Secretary and Treasurer in this Article include all other officers and agents acting on their behalf with the prior approval of the Board of Directors.

## **ARTICLE V - CHARTERS**

Section 5.01. Ratification of Bylaws. Every Republican Assembly, by accepting a charter from the CRA, ratifies and agrees to be bound in all things by the Bylaws of the CRA and the amendments thereto.

Section 5.02. Year-end Charter Applications. Petitions for charters received by the Membership Secretary not later than December 31 of any year may be approved by the Board of Directors of the CRA at the following Board Meeting in January, if held. Republican Assemblies receiving charters under the provisions of this section shall be eligible to send Delegates to the next Annual Convention of the CRA, as authorized in Section 13.08.

#### **ARTICLE VI - TERMINATION OF CHARTER AND MEMBERSHIP**

Section 6.01. Non-payment. Any chartered Republican Assembly more than sixty days in arrears for any indebtedness to the CRA shall be considered not-in-good-standing and may have its charter and membership suspended, or revoked by action of the Board of Directors provided that at least thirty days before such action, notice of such indebtedness shall have been duly sent by certified mail by the Membership Secretary to the last reported President and Secretary of that Republican Assembly.

Section 6.02. Non-Attendance. Any chartered Republican Assembly that fails for two consecutive years to present a Delegate to the Annual Convention of the CRA shall be considered not-in-good-standing and may have its charter revoked by action of the Board of Directors provided that at least thirty days before such action, notice of the intended action shall have been duly sent by certified mail by the Membership Secretary to the last reported President and Secretary of such Republican Assembly.

Section 6.03. Membership. Any chartered Republican Assembly with a membership of ten or fewer members as of January 31, shall be notified by the Membership Secretary, prior to the next March 15, that its charter is in jeopardy. The Board of Directors shall also be so notified by the Membership Secretary and shall take official note of the fact. If the membership has not increased to a minimum of eleven members within six months after the notice has been sent by the Membership Secretary, it shall be considered not-in-good-standing and may have its charter and membership revoked at the next meeting of the Board of Directors.

Section 6.04. Discipline. Any Republican Assembly that fails to conform to the Bylaws of the CRA may have its charter and membership suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire Board of Directors; provided, that at least thirty days before such action, notice of such intended action be sent by certified mail by the Membership Secretary to the last reported President and Secretary of such Republican Assembly. Acceptance of a CRA charter constitutes agreement by each Republican Assembly that the state Board of Directors has full authority to discipline any Republican Assembly for violation of these Bylaws, including the power to suspend or revoke its charter. Officers of a Republican Assembly whose charter has been revoked shall turn over all money and documents properly belonging to that Republican Assembly to a duly-authorized representative of the state Board of Directors at a time and place designated by that representative.

Section 6.05. Appeal. If the Board of Directors shall suspend or revoke the charter of any Republican Assembly or shall otherwise discipline a Republican Assembly, the Membership Secretary shall send a notice of such action within fifteen days by certified mail to the last reported President and Secretary of that Republican Assembly. The Republican Assembly in question, within thirty days from the date of mailing of such notice and not less than ten days before the next Annual or Special Convention, may file a written notice of appeal with the Membership Secretary. This appeal shall be considered at the next Convention, unless filed less than ten days prior, in which case it shall be considered and decided by a two-thirds vote of the Board of Directors at its next meeting following the Convention.

Section 6.06. Resignation. Any chartered Republican Assembly may resign from the CRA by submitting a resignation in writing to the Membership Secretary, if its duties and obligations shall

have been fulfilled. To be effective, a resignation shall have been approved by three-fourths of the active membership of such Republican Assembly and shall be certified by its President and Secretary. Such resignation shall become effective when accepted by the Board of Directors at its next meeting.

Section 6.07. Surrender of Charter. Any chartered Republican Assembly that has ceased to be part of the CRA for any reason shall relinquish the name Republican Assembly, shall surrender its charter certificate to the Membership Secretary, and shall not thereafter use the name, emblem or insignia of any Republican Assembly or the CRA in any manner whatsoever.

Section 6.08. Termination and Discipline of Member.

(a) Any individual member of the CRA may have his membership terminated, or may otherwise be disciplined, after a hearing, by two-thirds vote at a meeting of the Board of Directors where a quorum is present, whenever the Board determines that the member has:

(1) Publicly supported or registered as a member of a political party other than the Republican Party;

(2) Using his name and title as a member of the CRA in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;

(3) Using his name and title as a member of the CRA in giving support or avowing a preference for a candidate of another party for election to an elected public office if that candidate is opposed by a Republican candidate;

(4) Using his name and title as a member of the CRA in endorsing candidates running for any public office, whether partisan or non-partisan, or for office in the California Republican Party without a vote of the delegates at a local endorsing committee in accordance with Article XIX;

(5) Claiming to represent any Republican Assembly that has not been duly chartered by the Board of Directors; or

(6) Otherwise bringing discredit or disrepute upon the CRA, provided that at least thirty days before such action, notice of the intended action shall have been duly sent by certified mail by the Membership Secretary to the member in question.

(b) If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Membership Secretary shall send notice of such action within fifteen days by certified mail to the member. The member, within thirty days from the date of mailing such notice, and not less than ten days before the date of the first session of the next Annual or Special Convention, may file a written notice of appeal with the Membership Secretary. This appeal shall be considered at the next Convention, unless filed less than ten days prior to the date of the first session thereof; in the latter instance, the appeal shall be considered and decided by a two-thirds vote of the Board of Directors, where a quorum is present, following that Convention.

(c) Any individual member so terminated from membership in the CRA shall immediately cease to claim membership in, cease holding any office, and cease claiming or holding any official relationship with the CRA or any chartered Republican Assembly. Such individual shall also immediately surrender to the Membership Secretary all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. The terminated member shall not thereafter use the name, emblem, or insignia of Republican Assembly or CRA in any manner whatsoever.

## **ARTICLE VII - OFFICERS & DIRECTORS**

Section 7.01. Title. The officers and directors of the CRA shall be the President, the Immediate Past President, ten Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Membership Secretary, a Voter Registration Secretary, a Treasurer, an Assistant Treasurer, a Sergeant-at-Arms, a National Committeeman, a National Committeewoman, and one Senate District Director and one Deputy Senate District Director from each State Senate District, with State Senate Districts to be those used for the purpose of Legislative elections.

Section 7.02. Qualifications.

(a) Each officer shall be a member in good standing of a chartered Republican Assembly or a member-at-large and shall continue as such throughout his term.

(b) No officer of the CRA shall be a candidate for, or hold, any partisan, elected public office, other than an office within the Republican Party. In the event that an officer becomes a candidate for such office, the officer's CRA position shall be automatically vacant.

(c) No CRA officer shall miss two or more meetings of the Board of Directors between Annual Conventions, unless such absence is excused by a vote of the Board of Directors. The press of personal or other business shall not serve as an acceptable excuse for absences. The officer's position shall become vacant automatically after the second unexcused absence. (d) No CRA Board Member shall hold more than one voting position on the Board. In the event that an individual is elected or appointed to a second voting position, the first position held shall be automatically vacant.

Section 7.03. Compensation. All of the above-named officers of the CRA shall serve the CRA without compensation.

Section 7.04. Staff. The Board of Directors shall have the power to appoint such staff as it deems necessary.

Section 7.05. Election of Officers. The President, the Recording Secretary, the Corresponding Secretary, the Membership Secretary, the Treasurer, the Assistant Treasurer, the Sergeant-at-Arms, the National Committeeman and the National Committeewoman shall be elected at the Annual Convention in each odd numbered year in the manner provided in the Bylaws and shall serve for the period of two years and until their successors are elected and qualified. Five Vice Presidents shall be elected at each Annual Convention and shall serve for the period of two years and until their successors are elected and qualified.

Section 7.06. Election of Senate District Directors and Deputy Senate District Directors. The Senate District Directors and Deputy Senate District Directors shall be elected at the Annual Convention, one from each Senate District, and they shall serve for the period of one year and until their successors are elected and qualified.

Section 7.07. Vacancies. A vacancy in any of the elected CRA officers occurring between Annual Conventions shall be filled in the manner prescribed in Article XVI.

Section 7.08. Outgoing Officers. At the conclusion of each Annual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and which matters shall be completed within a fifteen-day period following the close of the Convention.

## **ARTICLE VIII - DUTIES OF OFFICERS & DIRECTORS**

Section 8.01. President. The President shall preside at all Conventions and all meetings of the Board of Directors. He shall be the chief executive officer of the CRA and shall exercise general supervision over the work and activities of the CRA. He shall perform such other duties as usually pertain to the office of the President.

Section 8.02. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to him by the President or the Board of Directors.

Section 8.03. Vice Presidents. In the event of the inability of the President to perform his duties, the Vice President selected by the Board of Directors shall preside and perform the duties of, and have the same authority as the President. The Vice Presidents shall also perform such other duties as usually pertain to the office of Vice President or as may be assigned to them by the President or the Board of Directors.

Section 8.04. Recording Secretary. The Recording Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the CRA, and shall act as Secretary thereof. He shall make an annual report to the Board of Directors at the Annual Convention, which report shall contain all information required by the Board of Directors. He shall be the custodian of the Code of Administrative Provisions, the Articles of Incorporation of the CRA, and

reports pertaining thereto. This officer shall have the responsibility for collecting, assembling, and preserving from the minutes all recorded motions and rulings.

Section 8.05. Corresponding Secretary. The Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall sign all documents issued by the CRA whereon his signature is required. He shall receive correspondence on behalf of the organization and shall originate correspondence to CRA subordinate units, individual members, and the public in conformity with these Bylaws.

Section 8.06. Membership Secretary. The Membership Secretary shall keep the records of members and shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. He shall also keep the Republican Assembly charters and all material pertaining thereto, and shall report any discrepancy between these and the state CRA Bylaws to the Board of Directors at its next meeting. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall sign all documents issued by the CRA whereon his signature is required. He shall keep the membership accounts in the manner prescribed by the Board of Directors, receive all membership dues paid to the CRA and turn over all funds to the Treasurer within thirty days after receiving them, taking the Treasurer's receipts therefor.

Section 8.07. Voter Registration Secretary. The Voter Registration Secretary shall be responsible for assisting the President in coordinating the statewide voter registration efforts of the CRA. The Voter Registration Secretary may appoint regional deputies to assist in this process as needed and shall report to the Board the status of registration at each Board meeting.

Section 8.08. Treasurer. The Treasurer shall receive from the Membership Secretary all membership dues paid to the CRA, giving receipts therefor. He shall also receive all other funds paid to the CRA. He shall deposit all funds in a bank or banks that has been designated by the Board of Directors, and shall disburse these funds upon order of the Board of Directors. At Annual and Special Conventions, and at such other times as required by the Board of Directors, he shall disburse forty percent of the annual membership dues collected from members of each chartered Republican Assembly to that Republican Assembly's Treasurer or designated representative. He shall make a financial report to the Board of Directors at the Annual Convention, or more frequently if required by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors.

Section 8.09. Assistant Treasurer. The Assistant Treasurer shall have such duties and responsibilities as may be delegated to him by the Treasurer and shall perform other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. In the event of the inability of the Treasurer to perform his duties, the Assistant Treasurer shall perform the duties of, and shall have the same authority as the Treasurer. He shall attend all meetings of the Board of Directors and all Conventions of the CRA.

Section 8.10. Sergeant-at-Arms. The Sergeant-at-Arms, and any deputies and assistants appointed by the President, shall assist the President or presiding officer in maintaining order and decorum at all Board meetings, Conventions and Special Conventions.

Section 8.11. National Committeeman and National Committeewoman. The National Committeeman and National Committeewoman shall represent the CRA on the Board of the National Federation of Republican Assemblies (also know as NFRA). They shall also work with the CRA Board of Directors and chartered Republican Assembly Presidents in matters concerning national issues and candidates.

Section 8.12. Senate District Directors and Deputy Senate District Directors.

(a) Under the direction and supervision of the Board of Directors, each Senate District Director shall have the duty of furthering the objectives of the CRA and of promoting the interests of the chartered Republican Assemblies within the Senate District. He shall be an ex-officio member of all

Boards of Directors of Republican Assemblies within his Senate District, but he shall not have the right to vote on such local Boards unless that right is explicitly granted by the local bylaws.

(b) Each Deputy Senate District Director shall have all the rights and privileges of a member of the CRA Board of Directors, with the exception of the right to vote. In the absence of the Senate District Director at a Board of Directors meeting, his Deputy Senate District Director shall have the right to vote in his stead.

Section 8.13. Other Past Presidents. All Past Presidents shall perform the duties of organizing and maintaining an active committee of past CRA officers and directors. This committee shall have the responsibility of aiding in the organization and functioning of the CRA.

Section 8.14. Transfer of Records. All officers and directors shall deliver to their successors all CRA records, correspondence, databases, lists, checkbooks, and other property in their possession or under their control within thirty days after leaving office. If no successor is in office during this thirty-day period, then the property shall be delivered to the CRA President.

#### **ARTICLE IX - BOARD OF DIRECTORS**

Section 9.01. (a) How constituted. The Board of Directors of the CRA shall be composed of the President, the Immediate Past President, ten Vice Presidents, the Recording Secretary, the Corresponding Secretary, the Membership Secretary, the Voter Registration Secretary, the Treasurer, the Assistant Treasurer, the Sergeant-at-Arms, the National Committeeman, the National Committeewoman, and one Senate District Director and one Deputy Senate District Director from each Senate District, with Senate Districts to be those used for the purpose of Legislative elections.

(b) Past Presidents. All CRA Past Presidents in good standing shall be ex-officio members of the Board of Directors, without the power to vote.

(c) Directors-at-Large. Directors-at-Large, who comply with the qualifications for officers as stated in Section 7.02, may be appointed by the President subject to the later ratification and approval of the Board of Directors, and shall have all the rights and privileges of the Board of Directors with the exception of the right to vote.

(d) Republican Assembly Presidents. Presidents of any chartered Republican Assembly shall have all the rights and privileges of members of the Board of Directors with the exception of the right to vote.

Section 9.02. (a) Powers and Limitations of Powers. The Board of Directors shall have the control and management of all the affairs, properties, and funds of the CRA. The Board shall have the power to endorse local candidates and the recall of local officials if there are no chartered Republican Assemblies in the particular district, or in response to a written request from all of the chartered Republican Assemblies in that district. Statewide candidates and statewide recall efforts shall be endorsed only at an Annual or Special Conventions of the CRA, except when the candidate endorsed by the CRA has withdrawn his candidacy or become ineligible for the office, in which case the Board of Directors shall have the power to endorse by two-thirds vote. The Board of Directors shall have the power to endorse candidates for national, statewide, or regional positions in the California Republican Party or the Republican National Committee. The Board of Directors may also make recommendations, by a two-thirds vote of the members present at any meeting where a quorum is present, concerning statewide measures proposed to be voted on by the electorate or candidates for office in the California Republican Party, provided however that written notice of such proposed vote is given at least fifteen days prior to the Board Meeting and further that such recommendations are released only in the name of the Board of Directors and not in the name of the CRA as a whole.

(b) The Board of Directors shall have such powers as are prescribed in these Bylaws and shall exercise general control and supervision of all officers, directors and agents of the CRA. After a hearing, the Board of Directors may remove any officer or director for good cause by a two-thirds vote, provided that the individual in question was mailed written notice of the date, time, place and purpose

of the hearing. The Corresponding Secretary (or such other officers as the Board may direct) shall mail the hearing notice by certified mail at least fifteen days prior to the hearing.

(c) The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this section, by a two-thirds vote.

Section 9.03. Meetings. The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of ten members of the Board, provided that there shall be at least two meetings each year, one immediately after the close of the Annual Convention at which it is elected, and the other within three days prior to the first session of the succeeding Annual Convention. A written notice of the time and place of all meetings of the Board of Directors, except the meeting at the close of the Annual Convention, shall be mailed to each Officer and Director, to the Secretary of each chartered Republican Assembly and to the Chairmen of all Committees by the Corresponding Secretary not less than fifteen days prior to those meetings.

Section 9.04. Special Meetings. The Board of Directors may, without meeting together, transact business by mail, by voting on questions submitted to them by or with the approval of the President. Fifteen days shall be allowed for the return of the votes by mail, facsimile, or electronic mail to the Corresponding Secretary. The voting shall be considered closed at the end of fifteen days, provided that the majority of the members of the Board shall have returned their votes by that time, or it shall be considered closed at any time prior thereto if and when all of the Directors have returned their votes. If, at the expiration of the fifteen-day period, a majority of the Board of Directors has not returned their votes, the measure being voted upon shall be deemed to have failed. The Secretary must preserve all ballots received until the next meeting of the Board of Directors, at which meeting the Board of Directors shall order the disposition of the ballots. In cases where a hearing is required by the Bylaws of the CRA, voting by mail shall not be permitted unless authorized by a two-thirds vote of all members of the Board of Directors.

Section 9.05. Appeal. Any action taken by the Board of Directors may be appealed to an Annual or Special Convention, provided that the appeal shall be made by at least one chartered Republican Assembly, and notice of such appeal shall be mailed by such chartered Republican Assemblies by certified mail to the Corresponding Secretary within thirty days after such action is taken by the Board, and at least thirty days prior to the Convention. Upon receiving such notification, the Corresponding Secretary shall notify the Secretary of each chartered Republican Assembly of such appeal at least fifteen days prior to the Convention.

Section 9.06. Quorum. At all meetings of the Board of Directors, one-third of the voting members of the Board shall constitute a quorum for the transaction of all business except in cases where a larger vote is required by the Bylaws.

#### **ARTICLE X - REPUBLICAN ASSEMBLIES**

Section 10.01. Structure. A chartered Republican Assembly shall include membership within a reasonably coherent geographical area (county, city, town, community, etc.) within the State of California, shall be the only such Republican Assembly in that territory, and shall be identified by the name in its charter. Chartered Republican Assemblies shall not incorporate.

Section 10.02. Bylaws. Each Republican Assembly shall develop its own bylaws, which may be based on Model Bylaws available from the Membership Secretary. Chartered Republican Assembly bylaws must be in conformance with CRA Bylaws and they are subject to approval by the CRA Board of Directors.

Section 10.03. Officers and Directors. Each Republican Assembly shall have a President, a Secretary, and a Treasurer, plus such additional officers as may be specified in its bylaws. It may also have a Board of Directors, as specified in its bylaws.

Section 10.04. Elections. Each Republican Assembly shall elect its officers and select its CRA Convention Delegates and Alternates annually, in accordance with its bylaws.

Section 10.05. Meetings. Each Republican Assembly shall hold at least one meeting each quarter, at a time and place determined by its Board of Directors or officers, which Board or officers may also prescribe other meetings.

Section 10.06. Reports. Each chartered Republican Assembly shall submit to the Membership Secretary periodical reports of its membership, together with the names and addresses of its President, Secretary and Treasurer, plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the CRA.

Section 10.07. Records. All records of each Republican Assembly shall be maintained by the Secretary and Treasurer of that Republican Assembly, available for examination by members thereof and by the officers of the CRA.

Section 10.08. Application for Charter. Application for charter of a new Republican Assembly shall be made on the standard petition form as adopted by the Board of Directors of the CRA, which petition shall be signed by at least fifteen persons eligible for active membership in the prospective Republican Assembly. At least ten of these prospective members must reside within the prospective geographical area of the prospective Republican Assembly. Before its presentation to the Membership Secretary, the petition shall be forwarded to the cognizant District Director or Vice President for investigation and approval.

Section 10.09. Initial Organization. Upon receipt of an approved petition by the Membership Secretary, the Board of Directors of the CRA may by resolution approve the formation of a new Republican Assembly and direct, through its accredited representative(s), the organization of the new Republican Assembly.

Section 10.10. Conditions of Organization. The organization of the new Republican Assembly shall be completed, under the direction of the accredited representative(s) of the CRA; provided that the new Republican Assembly shall have:

- (a) Ratified the Bylaws of the CRA.
- (b) Adopted its own bylaws.
- (c) Elected its own officers and directors (if any) and committees, and accomplished its organization in accordance with its bylaws.
- (d) Certified to the Membership Secretary that its officers, directors, committees and members have been instructed in their duties by the accredited representative(s) of the CRA.
- (e) Certified to the Membership Secretary that it has held at least two regular meetings as an organized body.

Section 10.11. Completion of Organization. Upon satisfaction of the requirements set forth in this Article, the Board of Directors of the CRA may issue the new Republican Assembly a charter signed by the President and the Membership Secretary under the seal of the CRA. This charter shall state the name of the new Republican Assembly and the date of membership, which shall be the date of acceptance by the Board of Directors of the CRA.

## **ARTICLE XI - DISPUTES**

Section 11.01. Actions by Republican Assemblies. Jurisdictional issues and other controversies between chartered Republican Assemblies shall be resolved by their respective boards of directors, or should such boards not exist, by their officers.

Section 11.02. Appeal. If agreement cannot be reached under the provisions of Section 11.01, an appeal may be made to the Membership Secretary. The Board of Directors may hold a hearing on the matter after providing at least twenty days' notice to the last reported President and Secretary of each Republican Assembly involved in the dispute. The Board of Directors may then resolve the matter.

Section 11.03. Final Decision. The decision of the CRA Board of Directors shall be final, except that it may be appealed to the next Annual Convention for final resolution.

## **ARTICLE XII - COMMITTEES**

Section 12.01. Named by the Board. The Board of Directors shall have the power to name all committees during its term of office, except that it shall name no more than twenty standing committees in all. The President shall have the power to appoint all members of the committees, excepting the members of the Publications Committee. All committees other than sub-committees shall report to the Board of Directors or to the President.

Section 12.02. Members Appointed by President. The standing committees shall be appointed by the President, with the exception of the Publications Committee, and each shall consist of not less than five members. They shall perform such duties as may be authorized by the Board of Directors. A quorum shall be one-third of the members of the committee or three members, whichever is greater. An individual shall be removed as a committee member if the individual misses more than two consecutive committee meetings.

Section 12.03. Holdover Member. Either the immediate past committee chairman, or some other committee member if he is unable to serve, shall be appointed as a member of each committee in the succeeding year.

## **ARTICLE XIII - CONVENTIONS**

Section 13.01. (a) Time and Place. The Annual Convention shall be held each year during March or April. The Board of Directors shall fix the time and place and each chartered Republican Assembly shall be notified at least two months in advance of the Convention.

(b) Site Selection. The Board of Directors may, after giving ninety days notice to each chartered Republican Assembly, select sites for Conventions to be held within the three calendar years following the date of selection.

Section 13.02. Special Conventions. In case of an emergency, Special Conventions may be called by the President with the approval of the majority of the Board of Directors. The call for a Special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not specified in the call.

Section 13.03. The Corresponding Secretary shall mail to the Secretary of each chartered Republican Assembly an official call to the Annual Convention at least two calendar months prior to the date of the Convention. For a Special Convention, the call shall be mailed at least thirty days prior to the date thereof.

Section 13.04. Supervision. The Board of Directors shall have full supervision and management of all Conventions and shall determine the official program and order of business at each Convention.

Section 13.05. The officers of each Convention shall be the officers of the CRA.

Section 13.06. Sergeant-at-Arms. At each duly-called Convention or prior thereto, the President shall appoint such assistants to the Sergeant-at-Arms as the President may deem necessary or advisable.

Section 13.07. Special Committee. At each duly-called Convention or prior thereto, the President shall appoint a Credentials Committee, Resolutions Committee, Nominating Committee, Elections Committee, and such other committees as the President may deem proper, each to consist of at least three members from chartered Republican Assemblies.

Section 13.08. Representation. Each local Republican Assembly in good standing chartered by the CRA Board of Directors shall be entitled to select Delegates to each CRA Convention as follows: two Delegates by virtue of its charter; one Delegate for the first fifteen members and one Delegate for

each additional ten. A quorum shall consist of one-third of the Delegates at the Convention. Representation shall be determined by the records maintained by the Membership Secretary, as of 30 days prior to the Convention. Once attained, quorum shall remain in effect until the time set by the Delegates for the adjournment of the Convention.

Section 13.09. Delegates-at-Large. All members of the CRA Board of Directors and all Past CRA Presidents shall be Delegates-at-Large at all Conventions. For purposes of this Section only, non-voting Republican Assembly Presidents are not considered members of the Board of Directors.

Section 13.10. Delegates and Alternates. Each Delegate and Alternate shall be elected by the membership of the chartered Republican Assembly that he represents, except when the members or the Bylaws of that Republican Assembly allow the President or the Board of Directors of that Republican Assembly to appoint the Delegates and Alternates. Chartered Republican Assemblies may select an unlimited number of Alternates. An Alternate may be substituted for an absent Delegate from the same Republican Assembly, or replaced, after notice has been provided to the Credentials Committee. The names of Delegates and Alternates shall be forwarded to the Credentials Committee, or to the Membership Secretary if the Credentials Committee has not been appointed and confirmed, by the President or Secretary of each chartered Republican Assembly at least twenty days prior to each Convention. If a chartered Republican Assembly fails to forward the names of its Delegates and Alternates prior to the Convention, the Credentials Committee and the Convention itself shall have the right to determine which members of that Republican Assembly may serve as Delegates and Alternates.

Section 13.11. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the CRA by all members attending any CRA Convention. The proceeds derived from such registration fees shall be expended under the direction of the Conventions and Sites Committee, with the approval of the Board of Directors. When requested at least two weeks prior to the Convention, the Credentials Committee will provide at a nominal fee to all candidates seeking CRA state office, statewide Republican candidates and state proposition committees, a list of all known CRA Delegates' and Alternates' names and addresses. A notice, stating the amount of the registration fee and giving the Convention program, shall be sent by the Corresponding Secretary to the Secretary and President of each chartered Republican Assembly, and to each member of the Board of Directors at least twenty days before the date of the Convention. No Delegate, Delegate-at-Large, or Alternate shall be entitled to vote in a Convention unless his registration fee has been paid. The profit or loss accruing from any Convention shall be shared equally by the CRA and the host Republican Assembly or Assemblies. Within sixty days after the close of the Convention, the host chartered Republican Assembly or Assemblies shall submit a final report documenting profit or loss to the Convention and Sites Committee and shall satisfy any resulting indebtedness to the CRA Treasurer. Any Republican Assembly that fails to file such a report may be disciplined in accordance with Article VI.

Section 13.12. Past Presidents. All CRA Past Presidents in good standing shall be Delegates-at-Large.

Section 13.13. Voting.

(a) In all voting, a majority shall rule unless otherwise provided in the Bylaws.

(b) In all Conventions, each accredited Delegate and Delegate-at-Large shall be entitled to cast one vote, as shall be ascertained on the following basis:

(1) Each Delegate-at-Large and each Delegate from a chartered Republican Assembly shall have exactly one vote;

(2) There shall be no voting by proxy at any meeting of CRA Delegates, except that each chartered Republican Assembly shall be entitled to one vote by written proxy signed by its President and Secretary, in the event that none of its duly-authorized Delegates and Alternates are able to attend the Convention.

(c) There shall be no cumulative voting, nor shall any Delegate-at-Large vote as both a Delegate-at-Large and then again as a Delegate or Alternate.

## **ARTICLE XIV - CONVENTION PROCEDURE**

Section 14.01. Program. The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates and Delegates-at-Large.

Section 14.02. Resolutions. All resolutions shall be referred to the Resolutions Committee for its consideration and recommendation to the Convention. All such resolutions submitted to the CRA President ten or more days prior to the opening of the Convention must be reported out. Debate on such resolutions shall not be in order until they have been reported out by the Resolutions Committee.

Section 14.03. Debate. Committee Reports, communications to the Convention, resolutions presented by the Resolutions Committee, and all motions save such as are known to parliamentary practice to be undebatable may be debated upon the floor of the Convention, unless by a two-thirds vote the Convention decides to dispose of them without debate. No Delegate shall speak in Convention longer than five minutes at one time, except as provided in the order of the day or by majority vote of the Convention.

Section 14.04. Endorsement of Candidates. The endorsement of statewide candidates shall require the support of two-thirds of those present and voting at an Annual or Special Convention of the CRA, except as specified in Article IX, Section 9.02. A candidate for Board of Equalization may be endorsed in the same manner unless a different candidate was previously endorsed at a local endorsing convention held in accordance with Article XIX. Nothing in these Bylaws shall be construed to prohibit a chartered Republican Assembly from endorsing a statewide candidate or a candidate for Board of Equalization in its own name if that candidate has already received the endorsement of the CRA.

## **ARTICLE XV - NOMINATION & ELECTION OF OFFICERS**

Section 15.01. Time. The official program of the Annual Convention shall indicate the days and hours for nomination and election of officers and shall be subject to change only in accordance with the rules of the Convention procedure.

Section 15.02. Elections Committee. The Elections Committee shall have general charge of the election and the distributing and the counting of the ballots.

Section 15.03. Eligibility. Any member-at-large or member of a chartered Republican Assembly in good standing is eligible for any elective office, whether or not that person is a Convention Delegate or Alternate.

Section 15.04. Nominations. All nominations shall be made from the floor of the Convention at the time designated on the official program.

Section 15.05. Accredited Voters. Before the opening of polls, the Membership Secretary shall provide the Elections Committee with a list of the Delegates and Delegates-at-Large as shown by the report of the Credentials Committee. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

Section 15.06. Ballots. The voting shall be by ballot only.

Section 15.07. Officers. A majority of all votes cast shall be necessary for the election of President. In the event that any ballot cast does not show a majority for any nominee for President, the President shall designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot the same procedures shall be followed until some nominee shall have received a majority of all votes cast. Among those nominated for Vice President, the candidates receiving the highest vote, though less than a majority, shall be deemed elected. Among those nominated for any other office, the one receiving the highest vote, though less than a majority, shall be deemed elected.

Section 15.08. Senate District Directors and Deputy Senate District Directors.

(a) Nomination. Delegates from each Senate District shall nominate a Senate District Director and a Deputy Senate District Director as prescribed by the Board of Directors.

(b) Election. A Senate District Director and a Deputy Senate District Director shall be elected at the Annual Convention by the Delegates and Delegates-at-Large from each Senate District. If there are fewer than three Delegates from a Senate District present, the Senate District Director and the Deputy Senate District Director shall be appointed by the Board of Directors. The President and the Board of Directors shall seek advice from the chartered Republican Assemblies in the Senate District prior to filling vacancies by appointment, but the failure to seek such advice shall not invalidate an appointment.

(c) Voting. Each Delegate and Delegate-at-Large shall be entitled to cast one vote in the election of a Senate District Director and Deputy Senate District Director, and a majority of all votes cast in each District shall be necessary for election. Delegates shall vote in the Senate District selected by their chartered Republican Assemblies but Delegates-at-Large shall vote in the Senate Districts where they personally reside.

(d) Term of Office. Each Senate District Director and Deputy Senate District Director shall take office immediately upon the closing of the Annual Convention and shall serve thereafter until the close of the next Annual Convention.

(e) Selection of Senate District. Chartered Republican Assemblies whose geographical boundaries include more than one Senate District shall cast their votes for Senate District Director and Deputy Senate District Director in only one Senate District. The choice of the Senate District in which to vote rests with the chartered Republican Assembly. This choice must be transmitted to the Membership Secretary no later than December 31 of each year to become effective for the next Annual Convention. If no declaration was made in time, then the chartered Republican Assembly shall remain in the same Senate District that it was in during the previous Convention, if the Senate District boundaries remain the same. The Credentials Committee of the Convention, or the President if the Committee is unavailable, shall resolve any disputes involving this Section and shall assign chartered Republican Assemblies to Senate Districts whenever necessary.

Section 15.09. Cumulative Voting. Cumulative voting shall not be permitted. For the purposes of this section, the following are considered cumulative voting:

(a) One person casting more than one vote for a single candidate, even when the election permits casting votes for several candidates for the same office.

(b) A Delegate-at-Large voting as both a Delegate-at-Large, and then again as a Delegate or Alternate.

**ARTICLE XVI - VACANCIES IN OFFICE BETWEEN CONVENTIONS**

Section 16.01. President. In the event of a vacancy in the office of President occurring between Annual Conventions, the Board of Directors shall appoint a Vice President to become President until the next Annual Convention. At that time, the Convention shall fill the remaining term of office.

Section 16.02. Other Vacancies. In the event of a vacancy in any office except those of President, Senate District Director, or Deputy Senate District Director occurring between Annual Conventions, the Board of Directors shall elect a qualified member of a chartered Republican Assembly or a member-at-large to fill the office until the next Annual Convention. At that time, the Convention shall fill the remaining term of office.

Section 16.03. Senate District Directors and Deputy Senate District Directors.

(a) In the event of a vacancy in the office of Senate District Director between Annual Conventions, the Deputy Senate District Director shall fill the vacancy.

(b) In the event of a vacancy in the office of Deputy Senate District Director, the President shall appoint a member of a chartered Republican Assembly or a member-at-large to fill the unexpired term, with the approval of the Board of Directors. The appointee must reside in the appropriate Senate District, unless the following paragraph applies.

(c) If a vacancy occurs in either the position of Senate District Director or Deputy Senate District Director (or both) in a Senate District with no chartered Republican Assembly, then the President, with the approval of the Board of Directors, shall appoint the respective positions by appointing members-at-large who reside in that Senate District, or by appointing members of a chartered Republican Assembly or members-at-large from an adjacent or nearby Senate District.

#### **ARTICLE XVII - FINANCE & ACCOUNTING**

Section 17.01. Fiscal Year. The fiscal year of the CRA shall coincide with the term of office of the duly elected officers of the CRA or at such other time as the Board of Directors may prescribe by resolution adopted by a two-thirds vote.

Section 17.02. System of Accounts. The Board of Directors shall cause an efficient double entry system of accounts to be installed and maintained.

Section 17.03. Budget. Prior to the close of each fiscal year, the Board of Directors shall adopt a budget making appropriations therein for the ensuing year. Each budget shall specify the purpose and the amount of each appropriation, and shall include a statement of the estimated revenues of the CRA for such annual period and the sources thereof. Any budget adopted by a prior Board of Directors may be accepted or rejected in whole or in part or substitutions and additions made, at the discretion of the newly-elected Board of Directors.

Section 17.04. Disbursements. All disbursements shall be made solely by check.

Section 17.05. Depositories. The Board of Directors shall designate the depositories of all funds of the CRA.

Section 17.06. Signers of Checks. The Board of Directors shall have the power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign CRA checks, and to do and perform such other acts as will carry out the purpose and objects of this Article.

Section 17.07. Audit of Accounts. The Board of Directors may order an audit or review of the CRA records and accounts maintained by any CRA officer, director, or agent, including any treasurer, bookkeeper, or accountant for a political action committee affiliated with CRA. Between Board meetings, the President may order such an audit or review, as he may deem necessary. The failure of any such person to present CRA records in his possession or under his control within 14 days of receiving the request shall constitute grounds for removal or discipline.

Section 17.08. Within thirty days of receipt, the Board of Directors shall cause to be mailed to the Secretary and President of each chartered Republican Assembly, the balance sheet and a statement of receipts and expenditures of the CRA for the previous fiscal year (unless those items are distributed at the Annual Convention).

#### **ARTICLE XVIII - OFFICIAL PUBLICATIONS**

Section 18.01. Policy.

(a) The Board of Directors shall have full control of all questions of policy of the official publications.

(b) The Board of Directors shall appoint a Publications Committee composed of seven members and consideration shall be given to members qualified in editorial, advertising and business experience. This committee shall execute the policies as determined and directed by the Board of Directors.

(c) All actions of the Publications Committee are subject to approval of the Board of Directors.

(d) An individual shall be removed automatically as a committee member if the individual misses more than two committee meetings.

Section 18.02. Staff.

(a) The Publications Committee shall establish a policy and shall define the responsibilities and the authority of the Editor.

(b) Editorial Staff. The Publications Committee shall appoint the Editor of the official publication, and shall set his compensation, if any. The Editor shall appoint his assistants subject to the approval of the Publications Committee, which committee shall have the power to compensate his assistants if in its judgment such compensation is advisable.

Section 18.03. Republican Assembly Correspondents. Each chartered Republican Assembly shall appoint one of its members to act as official correspondent to the official publication. Such correspondent shall make such reports of the Assembly as may be required by the Editor.

Section 18.04. Honorary Subscription. Every Past President of the CRA shall receive without cost, a permanent subscription to the official publication of the CRA.

**ARTICLE XIX - ENDORSEMENT OF LOCAL CANDIDATES & RECALL OF LOCAL ELECTED OFFICIALS**

Section 19.01. Two-thirds Vote for Local Endorsements. Endorsement of candidates for local office, and endorsements for or against the recall of local officials, shall require the support of two-thirds of the delegates present and voting at a local endorsing convention. Delegates must be present at a physical meeting in order to vote. Absent or abstaining delegates shall reduce the number needed for an endorsement, but delegates expressly voting not to endorse shall not reduce that number. The failure of any Republican Assembly to participate in a local endorsing convention shall not invalidate an endorsement from that convention.

Section 19.02. Procedure for Calling Local Endorsing Conventions. The temporary chairman of the local endorsing convention shall be the highest-ranking state officer in the particular district within which the candidate is to be elected or the official is to be recalled. Where the district has officers of equal rank, the temporary chairman shall be determined by lot. If no state officer resides in the district, then the state officer who resides nearest to the district shall serve as temporary chairman. The temporary chairman shall provide at least ten days written notice of the date, time, place and purpose of the local endorsing convention to the President and Secretary of each chartered Republican Assembly entitled to participate, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of such chartered Republican Assemblies. If the temporary chairman fails to call an endorsing convention by the 50th day before the date of the election or recall election, then the convention may be called by the CRA President or by a majority of the officers of the largest chartered Republican Assembly entitled to participate (as determined by the records of the CRA Membership Secretary).

Section 19.03. Representation. The temporary chairman, or whoever calls the local endorsing convention, shall specify the number of delegates that chartered Republican Assemblies in the district shall be entitled to send to the convention. All chartered Republican Assemblies wholly or partially within the particular candidate or official's district shall be entitled to equal representation. The number of potential delegates from each Republican Assembly entitled to participate shall not be fewer than three nor more than seven unless a different number was previously approved by the President of every chartered Republican Assembly in the district prior to the notice of the local endorsing convention. Each chartered Republican Assembly shall elect the delegates and alternates for local endorsing conventions except when the members of that Republican Assembly have voted to allow the President or Board of Directors of that Republican Assembly to appoint all the delegates and alternates.

Section 19.04. Limitations on Endorsing

(a) Neither the CRA nor any chartered Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is a duly-registered member of the Republican Party.

(b) The CRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement or recall privilege and the good name of the CRA.

(c) Only one person may be endorsed for a particular office.

(d) Only individuals who have been certified as eligible by the appropriate election official may be endorsed for a particular office.

(e) For purposes of determining eligibility to vote, delegates to a local endorsing convention must have been members of their respective chartered Republican Assembly no less than 30 days prior to the date of the local endorsing convention, as determined by the membership records maintained by the CRA Membership Secretary.

Section 19.05. If a local endorsing convention involves only a single chartered Republican Assembly, then no delegate selection process shall apply, and all members of that Republican Assembly shall be eligible to vote on the endorsement, subject to the restriction set forth in Section 19.04(e). The President of that Republican Assembly shall serve as the chairman of the local endorsing convention.

Section 19.06. When a duly-endorsed candidate ceases to be a candidate, regardless of the reason, the temporary chairman who called the prior endorsing convention for that office may call another endorsing convention to endorse a different candidate, pursuant to this Article. If the temporary chairman fails to call an endorsing convention within 10 days after the endorsed candidate ceases to be a candidate, then the CRA President or a majority of the officers of the largest chartered Republican Assembly may call the meeting.

If there are fewer than 30 days until the election at the time the endorsed candidate ceases to be a candidate, then the temporary chairman may choose to hold the endorsing convention in person or by e-mail. The temporary chairman shall provide five days notice of the meeting and its format to all the delegates who participated in the prior endorsing convention (if known) and to the President and Secretary of each chartered Republican Assembly entitled to participate. Unless the temporary chairman receives written notice that a chartered Republican Assembly has selected new delegates, then the delegates who participated in the prior endorsing convention shall be entitled to participate in the new endorsing convention.

#### **ARTICLE XX - CODE OF ADMINISTRATIVE PROVISIONS**

Section 20.01. The Board of Directors of the CRA shall have power to adopt and amend a Code of Administrative Provisions supplementing and augmenting, but not conflicting with these Bylaws. Such code of administrative provisions as so adopted by the Board of Directors shall be in full force and effect unless revoked by an Annual or Special Convention of the CRA.

#### **ARTICLE XXI - PARLIAMENTARY AUTHORITY**

Section 21.01. The most current version of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically addressed by the Bylaws of the CRA.

## **ARTICLE XXII - PRINTING OF BYLAWS**

Section 22.01. At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall be charged with the authority and the responsibility to cause and supervise the printing of the Bylaws as in effect at the end of that Convention. Printers' proofs of the Bylaws as amended shall be furnished by the out-going Chairman of the Bylaws Committee to each outgoing member of the Bylaws Committee, and to the newly-elected officers. Each such person shall then make comment and return them to the outgoing Chairman, who shall then be authorized with the advice of his committee to cause and supervise the printing and circulation of the Bylaws. The Bylaws shall be dated as of the closing date of the Convention each year.

## **ARTICLE XXIII - AMENDMENTS TO THESE BYLAWS**

Section 23.01. Place and Vote Needed. Amendments to these Bylaws shall be made only at Annual or Special Conventions of the CRA by a two-thirds vote of the Delegates and Delegates-at-Large present and voting.

Section 23.02. Notice Required and Limitations. Proposed amendments to the Bylaws shall be delivered or mailed to the Corresponding Secretary at least fifty days prior to the date of the Convention. The Corresponding Secretary shall send the text of the proposed amendments to the Secretary of each chartered Republican Assembly not less than thirty days prior to the first day of the Convention. The Convention shall have power to revise the text of such amendments, but shall adhere to the subject matter thereof as specified by the Bylaws Committee.